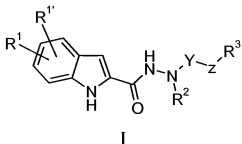


WHAT IS CLAIMED IS:

Claim 1. (Original) A pharmaceutical composition comprising a compound of formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

Y is ~~C(O)-, S(O)₂-, or C(NH)-~~;

Z is C₁₋₄alkylene, oxygen, -(CH₂)_mO-, -O(CH₂)_m-, -NR-, -(CH₂)_mNR-,
-NR(CH₂)_m-, -(CH₂)_mS(O)₂- or a bond;

m is 1, 2, 3, or 4;

R is C₀₋₄alkyl, C₀₋₄alkylaryl, or C₀₋₄alkylheteroaryl;

one of R¹ and R^{1'} is hydrogen and the other is ~~are each independently,~~ halogen,
~~hydroxy, cyano, C₀₋₄alkyl, C₁₋₄alkoxy, fluoromethyl, difluoromethyl, trifluoromethyl,~~
~~ethenyl, or ethynyl;~~

R² is C₀₋₄alkyl, COOR⁶, COR⁶, C₁₋₄alkoxyC₁₋₄alkyl-, hydroxyC₁₋₄alkyl,
cycloalkylC₀₋₄alkyl-, arylC₀₋₄alkyl-, or heteroarylC₀₋₄alkyl-, wherein any of the aryl or
heteroaryl rings are optionally substituted with 1-2 independent halogen, cyano, C₁₋₄alkyl,
C₁₋₄alkoxy, -N(C₀₋₄alkyl)(C₀₋₄alkyl), -SO₂C₁₋₄alkyl, -SO₂N(C₀₋₄alkyl)(C₀₋₄alkyl),
hydroxy, fluoromethyl, difluoromethyl, or trifluoromethyl substituents;

R³ is hydrogen, -COOC₀₋₄alkyl, C₁₋₄alkoxy, C₁₋₄alkyl, arylC₁₋₄alkylthio-, -C₀₋₄
alkylaryl, -C₀₋₄alkylheteroaryl, -C₀₋₄alkylcycloalkyl or -C₀₋₄alkylheterocycle, wherein any
of the rings is optionally substituted with 1-3 independent halogen, cyano, C₁₋₄alkyl,
fluoromethyl, difluoromethyl, trifluoromethyl, -C₀₋₄alkylNHC(O)(C₁₋₄alkyl), -C₀₋₄
alkylNR⁷R⁸, -C(O)R⁹, C₁₋₄alkoxyC₀₋₄alkyl-, -COOC₀₋₄alkyl, -C₀₋₄alkylNHC(O)R⁹, -C₀₋₄
alkylC(O)N(R¹⁰)₂, -C₁₋₄alkoxyC₁₋₄alkoxy, hydroxyC₀₋₄alkyl, -NHSO₂R¹⁰, -SO₂(C₁₋₄
alkyl), -SO₂NR¹¹R¹², 5- to 6-membered heterocycl, phenylC₀₋₂alkoxy, or phenylC₀₋

2alkyl substituents, wherein phenyl is optionally substituted with 1-2 independent halogen, cyano, C₁₋₄alkyl, C₁₋₄alkoxy, -N(C₀₋₄alkyl)(C₀₋₄alkyl), -SO₂C₁₋₄alkyl, -SO₂N(C₀₋₄alkyl)(C₀₋₄alkyl), hydroxy, fluoromethyl, difluoromethyl or trifluoromethyl substituents, or two bonds on a ring carbon of the heterocyclyl optionally can form an oxo (=O) substituent;

or R³ is -NR⁴(-C₀₋₄alkylR⁵);

R⁴ is C₀₋₃alkyl, -C₂₋₃alkyl-NR⁷R⁸, C₃₋₆cycloalkyl optionally substituted by hydroxyC₀₋₄alkyl- further optionally substituted by hydroxy, C₁₋₂alkoxyC₂₋₄alkyl-, or C₁₋₂alkyl-S(O)_n-C₂₋₃alkyl-;

n is 0, 1, or 2;

R⁵ is hydrogen, hydroxyC₂₋₃alkyl-, C₁₋₂alkoxyC₀₋₄alkyl, or aryl, hetaryl, or heterocyclyl;

wherein a heterocyclic nitrogen-containing R⁵ ring optionally is mono-substituted on the ring nitrogen with C₁₋₄alkyl, benzyl, benzoyl, C₁₋₄alkyl-C(O)-, -SO₂C₁₋₄alkyl, -SO₂N(C₀₋₄alkyl)(C₀₋₄alkyl), C₁₋₄alkoxycarbonyl, or aryl(C₁₋₄alkoxy)carbonyl; and wherein the R⁵ rings are optionally mono-substituted on a ring carbon with halogen, cyano, C₁₋₄alkyl-C(O)-, C₁₋₄alkyl-SO₂-, C₁₋₄alkyl, C₁₋₄alkoxy, hydroxy, -N(C₀₋₄alkyl)(C₀₋₄alkyl), hydroxyC₀₋₄alkyl-, or C₀₋₄alkylcarbamoyl-, provided that no quaternised nitrogen is included; or two bonds on a ring carbon of the heterocycle optionally can form an oxo (=O) substituent;

R⁶ is C₁₋₄alkyl, aryl or hetaryl;

R⁷ and R⁸ are independently C₀₋₄alkyl, C₃₋₆cycloalkyl or CO(C₁₋₄alkyl);

R⁹ is C₁₋₄alkyl or C₃₋₆cycloalkyl;

R¹⁰ is C₀₋₄alkyl or C₃₋₆cycloalkyl;

R¹¹ and R¹² are independently C₀₋₄alkyl or together with the nitrogen to which they are attached may form a 4- to 6-membered heterocycle; and

n is 0, 1 or 2; and

provided there are no nitrogen-oxygen, nitrogen-nitrogen, oxygen-oxygen or nitrogen-halogen bonds in the grouping -Y-Z-R³; and

provided that when -Y-Z- represents -C(O)-, -C(NH)-, -C(O)-C₁₋₄alkylenc, -C(NH)-C₁₋₄alkylenc, -C(O)-NR-, -C(NH)-NR-, -C(O)-(CH₂)_mNR-, or -C(NH)-

(CH₂)_mNR-, then R³ is not optionally substituted C₃₋₁₀cycloalkyl, C₅₋₁₀cycloalkenyl, phenyl, naphthyl, pyridyl, pyrazinyl, pyrazolyl, imidazolyl, triazolyl, thiazolyl, furanyl, thiophenyl, pyrrolyl, pyrrolidinyl, piperidinyl, indolyl, benzo[1,3]dioxol, thieno[2,3-b]pyrrolyl, or thieno[3,2-b]pyrrolyl;

and a pharmaceutically acceptable carrier.

Claim 2. Cancelled.

Claim 3-14 Previously Cancelled

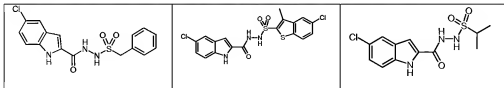
Claim 15. (Currently Amended) A pharmaceutical composition compound according to claim 1, ~~or a pharmaceutically acceptable salt thereof~~, wherein Z is C₁₋₄alkylene, oxygen, -(CH₂)_mO-, -NR- or a bond.

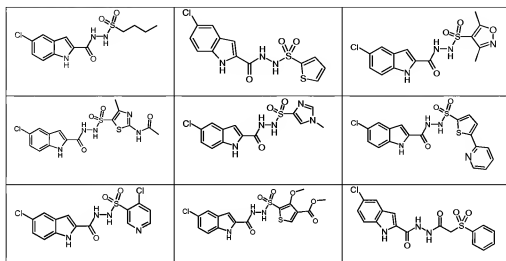
Claims 16-18. Cancelled

Claim 19. (Currently Amended) A pharmaceutical composition compound according to claim 18, ~~or a pharmaceutically acceptable salt thereof~~, wherein one of R¹ and R^{1'} is hydrogen and the other is 5-chloro.

Claim 20. (Currently Amended) A pharmaceutical composition compound according to claim 1, ~~or a pharmaceutically acceptable salt thereof~~, wherein R² is hydrogen.

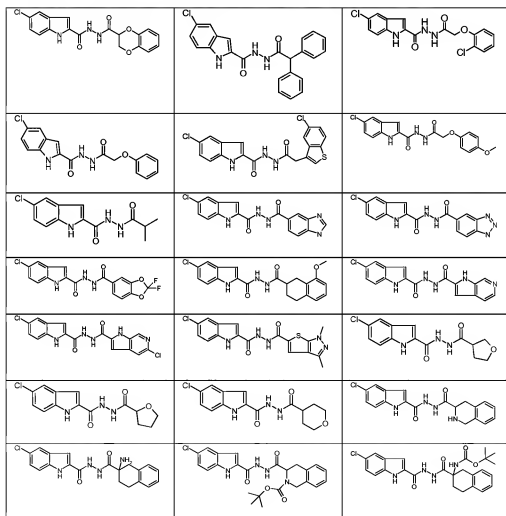
Claim 21. (Previously Presented) A compound selected from

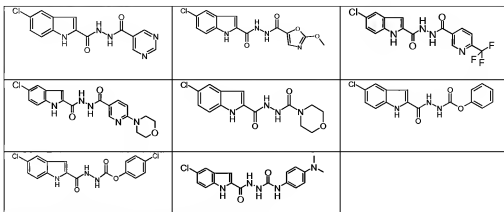




or a pharmaceutically acceptable salt thereof.

Claim 22. (Previously Presented) A compound selected from





or a pharmaceutically acceptable salt thereof.

Claim 23. (Currently Amended) A pharmaceutical composition comprising a compound according to claim 21 or 22, or a pharmaceutically acceptable salt thereof; and a pharmaceutically acceptable carrier.

Claim 24. (Withdrawn) A method for the treatment of a disease or condition in which glycogen phosphorylase plays a role comprising a step of administering to a subject in need thereof an effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof.

Claim 25. (Withdrawn) A method for the treatment of hyperglycemia or diabetes comprising a step of administering to a subject in need thereof an effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof.

Claim 26. (Withdrawn) A method for the prevention of diabetes in a human demonstrating pre-diabetic hyperglycemia or impaired glucose tolerance comprising a step of administering to a subject in need thereof an effective prophylactic amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof.

Claim 27. (Withdrawn) A method for the treatment of hypercholesterolemia, hyperinsulinemia, hyperlipidemia, hypertension, atherosclerosis or tissue ischemia comprising a step of administering to a subject in need thereof an effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof.